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Hon. Philip H. Brandt
Chapter: 11
Location: Seattle
Hearing Date: January 13, 2005
Hearing Time: 9:30 a.m.
Response Date: January 7, 2005

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11 **UNITED STATES BANKRUPTCY COURT**
12 **FOR THE WESTERN DISTRICT OF WASHINGTON**
13 **AT SEATTLE**

14 In re:

15 ONENAME CORPORATION,
16 Debtor.

No.: 03-22581

ORDER GRANTING DEBTOR'S MOTION
TO EXTEND THE FINAL BORROWING
ORDER AND APPROVING BUDGET

17 THIS MATTER having come before the Court on Debtor's Motion for Approval to
18 Extend the Final Borrowing Order and Approve Budget, the Court having reviewed the file
19 and being fully advised, it is now, therefore

20 ORDERED and ADJUDGED as follows:

21 1. Approval of Extension of Borrowing Authority. The Debtor's request to
22 extend borrowing under the loan documents between the Debtor and the various lenders
23 ("Lenders"), ("Loan Documents"), is granted and the Loan Documents will continue to
24 govern the Debtor's borrowings. Debtor is authorized and ordered to do all things authorized
25 and required by the Loan Documents; provided, however, that the conversion features of the
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1 Note and term sheet are not hereby approved and shall be considered and approved or
2 disapproved in connection with confirmation of a plan of reorganization.

3 2. Priority of Borrowings. Any borrowings by Debtor under the terms of the
4 Notes shall have administrative expense priority pursuant to the provisions of 11 U.S.C.
5 § 364(b) & 503(b)(1) and, pursuant to the provisions of 11 U.S.C. § 364(c) shall be secured
6 by security interests junior to existing security interests in collateral which exists as of the
7 date of filing and by first position security interests in any unencumbered collateral,
8 including, but not limited to any property acquired after the filing date and which is not
9 subject to existing creditor's claims pursuant to the provisions of 11 U.S.C. § 552.

10 3. Limitation on Rights and Remedies. Notwithstanding the approval of the
11 extension as set forth in ¶ 1, and subject to confirmation of a plan of reorganization, (1)
12 Lenders shall not exercise any remedies with respect to any default under the Loan
13 Documents without entry of a further order of this Court, after appropriate notice and
14 hearing, (2) Debtor's ability to exercise its rights and fulfill its obligations under the
15 provisions of the Bankruptcy Code shall not be limited in any manner, (3) Debtor shall have
16 no authority to incur any present obligation for payment of deferred wages without entry of a
17 further order of this Court, after appropriate notice and hearing, and (4) Debtor shall borrow
18 only the funds necessary to pay or make provision for expenses incurred in the ordinary
19 course, as set forth in the extended budget attached to the Declaration of Lon Wiese,
20 including post-petition accruals for professional fees allowable in connection with the case;
21 provided, however, that the Debtor may seek entry of a further order of this Court
22 authorizing borrowing for extraordinary expenses, after appropriate notice and hearing.

23 DATED this ____ day of January, 2005.

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Honorable Philip H. Brandt
United States Bankruptcy Court Judge

1 BULLIVANT HOUSER BAILEY PC

2
3 By /s/ Lawrence R. Ream
4 Lawrence R. Ream, WSBA #18159
5 Richard G. Birinyi, WSBA #9212
6 Attorneys for Debtor
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